

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION., *et al.*,¹

Debtors.

§

§ Chapter 11

§

§ Case No. 18-23538 (RDD)

§

§ (Jointly Administered)

§

§

**SUPPLEMENTAL DECLARATION OF SAUL BURIAN IN SUPPORT OF THE
APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
HOULIHAN LOKEY CAPITAL, INC. AS INVESTMENT BANKER TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS PURSUANT TO 11 U.S.C. §§ 328 AND
1103 NUNC PRO TUNC TO OCTOBER 29, 2018**

Under 28 U.S.C. § 1746, I, Saul Burian, declare as follows under the penalty of perjury:

1. I am a Managing Director of the firm Houlihan Lokey Capital, Inc. (“Houlihan”).

Houlihan maintains offices at, among other places, 245 Park Avenue, New York, New York 10167. I am duly authorized to make this supplemental declaration (the “Supplemental”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Declaration”) on behalf of Houlihan. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. On December 19, 2018, the Court entered the *Order Authorizing the Retention and Employment of Houlihan Lokey Capital, Inc. as Investment Banker to the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. §§ 328 and 1103, Nunc Pro Tunc to October 29, 2018* [ECF No. 1326], granting Houlihan’s application for an order authorizing the retention and employment of Houlihan as investment banker to the Creditors’ Committee [ECF No. 1071] (the “Application”).²

3. I submit this Supplemental Declaration in connection with Houlihan’s retention, to supplement the disclosures in my prior declaration, submitted on December 6, 2018, which was attached as Exhibit C to the Application (the “Initial Burian Declaration”).

4. Paragraph 12 of the Initial Burian Declaration states that Houlihan will amend and supplement information contained in the Initial Burian Declaration if Houlihan discovers any facts bearing on the matters contained in the Initial Burian Declaration during Houlihan’s retention. On March 27, 2019, Houlihan performed a supplemental “conflicts check” on Interested Parties (the “Supplemental Conflicts Check”), utilizing the list identified to Houlihan by the Debtors and summarized in Annex 2 of the Initial Burian Declaration, to identify any additional relationships with such parties. In the Supplemental Conflicts Check, it came to our attention that subsequent to Houlihan’s retention in the Debtor’s chapter 11 cases, a group of creditors including Cyrus Capital Partners, L.P. retained Houlihan’s Financial Restructuring Group for an engagement wholly unrelated to the Debtors’ chapter 11 cases, which is being managed entirely by personnel who are not involved in Houlihan’s retention in the Debtors’ chapter 11 cases. Additional relationships

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

identified in the Supplemental Conflicts Check that members of the Houlihan Lokey Group have with any Interested Parties in the Debtor's chapter 11 cases are also reflected on Annex 1 of this Supplemental Declaration.

5. To the best of my knowledge, and as stated in the Initial Burian Declaration, Houlihan does not hold or represent any interest adverse to the Debtors' estates and remains "disinterested" as that term is defined in Bankruptcy Code section 101(14). Except as may be disclosed herein or in the Initial Burian Declaration, neither Houlihan nor any of its professionals or employees have any connection with or any interest adverse to any of the Debtors, their affiliates, their creditors or any other party in interest. For the reasons set forth herein, in the Application and in the Initial Burian Declaration, I believe that Houlihan's continued employment and retention by the Creditors' Committee is in the best interests of the Debtors' estates and their creditors.

[Signature page follows]

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on April 4, 2019, in New York, New York.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Saul Burian".

Saul Burian

ANNEX 1

HOULIHAN LOKEY RELATIONSHIPS

HOULIHAN LOKEY CORPORATE FINANCE – ACTIVE ENGAGEMENTS

3M Company
Altamont Capital Partners LLC
Centerbridge Partners, L.P.
Coalfire Systems, Inc.
Ebay Inc.
International Business Machines Corporation
NorthStar Group Services, Inc.
SKC Communications Products LLC
The Jordan Company LP

HOULIHAN LOKEY CORPORATE FINANCE – CLOSED ENGAGEMENTS

Altamont Capital Partners LLC
ForeSee Results, Inc.
Windstream Holdings, Inc.

**HOULIHAN LOKEY FINANCIAL ADVISORY SERVICES – ACTIVE
ENGAGEMENTS**

Amrep, Inc.
Alston & Bird, LLP
BlackRock, Inc.
BP Products North America Inc.
CBS Corporation
Dun & Bradstreet, Inc.
Greenberg Traurig, LLP
Groom Law Group
Hain Celestial Group Inc.
Irving Oil, Ltd.
Israel Discount Bank of New York
Liaison Technologies
Lexington Realty International
Nasdaq OMX Group, Inc.
Oaktree Capital Management, L.P.
Och-Ziff Capital Management Group LLC
OpenText Corporation
Rapid Displays, Inc.
Reed Smith LLP
Rimini Street, Inc.
State Street Global Advisors
Tecta America Corp.
Thomas H. Lee Equity Partners, L.P.
Topps Company Inc.

Toys “R” Us - Delaware, Inc.
Trilantic Capital Partners
UBS AG
Venable LLP

**HOULIHAN LOKEY FINANCIAL ADVISORY SERVICES – CLOSED
ENGAGEMENTS**

Simmons Bedding Company

**HOULIHAN LOKEY FINANCIAL RESTRUCTURING GROUP – ACTIVE
ENGAGEMENTS**

Ally Bank
Benefit Street Partners L.L.C.
Capital One Financial Corporation
Cyrus Capital Partners, L.P.
Littlejohn & Co., L.L.C.
Simpson Thacher & Bartlett LLP

**HOULIHAN LOKEY FINANCIAL RESTRUCTURING GROUP – CLOSED
ENGAGEMENTS**

American Tire Distributors, Inc.
Clearlake Capital Group, L.P.
Gibson Brands, Inc.
Oaktree Capital Management, L.P.
Osler, Hoskin & Harcourt, LLP
Toys “R” Us - Delaware, Inc.

**HOULIHAN LOKEY STRATEGIC CONSULTING GROUP – CLOSED
ENGAGEMENTS**

PNC